

**DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST  
STATEMENT**

This is one of a series of filings notifying the Commission pursuant to Section 1.948(c) of its rules of the *pro forma* transfer of control of certain licenses from and to various subsidiaries controlled by AT&T Inc. (“AT&T”).<sup>1</sup> The transfers of control that are the subject of these notification filings resulted from an internal reorganization that occurred on December 31, 2008.<sup>2</sup> The internal reorganization involved the redistribution of ownership interests among AT&T subsidiaries in AT&T Mobility LLC (“AT&T Mobility”), which is an indirect wholly-owned subsidiary of AT&T and that owns or controls several subsidiaries that hold authorizations issued by the Commission.<sup>3</sup> Specifically, the following changes in internal structure took place:

- Cabarrus Holdings LLC (“Cabarrus Holdings”), a wholly-owned subsidiary of AT&T Mobility II, LLC (“AT&T Mobility II”), was merged into New Cingular Wireless PCS, LLC (“NCW PCS”), another wholly-owned subsidiary of AT&T Mobility II, and liquidated. NCW PCS now holds the licenses formerly held by Cabarrus Holdings.
- Easter Mountain, LLC (“Easter Mountain”), a wholly-owned subsidiary of AT&T Mobility II, was merged into NCW PCS, another wholly-owned subsidiary of AT&T Mobility II, and liquidated. NCW PCS now holds the licenses formerly held by Easter Mountain.

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<sup>1</sup> 47 C.F.R. § 1.948(c). The licenses involved in the *pro forma* assignments and/or transfers of control include authorizations which were formerly designated entity licenses. All applicable unjust enrichment provisions for these licenses were previously satisfied, however, prior to or in connection with AT&T acquiring control of the licenses subject to the Commission’s approval. Accordingly, these licenses are no longer “subject to unjust enrichment provisions” as set forth in Section 1.948(c)(1)(i) and, therefore, prior Commission approval for the *pro forma* assignment and/or transfer of control of these licenses is not required. *See* 47 C.F.R. § 1.948(c). Further, some of the licenses being transferred were acquired through competitive bidding in the past three years. As the licenses were controlled by AT&T both before and after the internal reorganization, this transaction raises no license trafficking concerns. *See* 47 C.F.R. § 1.2111.

<sup>2</sup> Prior to the internal organization, New Cingular Wireless PCS, LLC applied for and received consent to the *pro forma* transfer of its satellite earth station licenses (IB file number SES-T/C-20081218-01629, granted December 19, 2008), private radio licenses (ULS file number 0003679121, granted December 29, 2008), and experimental licenses (OET file number 0027-EX-TU-2008, granted December 22, 2008).

<sup>3</sup> The transferees/assignees associated with these notifications are all wholly-owned subsidiaries of AT&T and, therefore, are entitled to rely upon AT&T’s Form 602 ownership report in submitting these applications. *Wireless Telecomms. Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Info. On FCC Form 602*, 14 FCC Rcd 8261, 8264 (WTB 1999).

- Edge Wireless Licenses, LLC (“Edge Licenses”), a wholly-owned subsidiary of Edge Wireless, LLC (“Edge Wireless”) was merged into Edge Wireless and liquidated. Edge Wireless now holds the licenses formerly held by Edge Licenses.<sup>4</sup>
- Three intermediate interest holders in AT&T Mobility that are direct or indirect wholly-owned subsidiaries of AT&T – BellSouth Corporation, BellSouth Enterprises, Inc., and BellSouth Mobile Systems, Inc. – increased their indirect ownership interest in AT&T Mobility from below to above 50 percent.<sup>5</sup>

Attached hereto is a table identifying by name each licensee subsidiary that is owned or otherwise controlled by AT&T Mobility and that holds licenses impacted by the assignments and transfers of control. This restructuring does not change the ultimate ownership or control of the spectrum as AT&T has continued to control the authorizations at issue both before and after the restructuring. Accordingly, the restructuring steps are *pro forma* in nature. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”<sup>6</sup>

This *pro forma* transaction raises no competition-related concerns. AT&T continues to be attributed with the same amount of spectrum both before and after the transaction, because ultimate control over the subject licenses remains with AT&T. The transaction has not changed (increased or decreased) AT&T’s overall spectrum holdings, created new overlaps in any geographic area or market, or reduced the number of entities providing service in any market. Accordingly, additional information on spectrum overlaps for the geographic markets involved is not provided.

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<sup>4</sup> As described herein, Cabarrus Holdings, Easter Mountain, and Edge Licenses assigned their licenses to NCW PCS and Edge Wireless and were dissolved the same day as the change in ownership of AT&T Mobility. Accordingly, the notifications for Cabarrus Holdings, Easter Mountain, and Edge Licenses are styled as *pro forma* assignments, not *pro forma* transfers of control. Prior to the assignment of licenses from Edge Licenses, Edge Wireless held no active wireless licenses. Prior to the restructuring, Edge Licenses leased 10 MHz of PCS spectrum from T-Mobile License LLC. See Lease ID L000001953. Because FCC Form 608 does not permit the assignment of a lease, the parties have filed a new lease application and will cancel the existing lease upon grant of said application.

<sup>5</sup> Specifically, AT&T transferred its 50 percent ownership interest in AT&T Mobility Corporation (“AMC”) to BellSouth Corporation (the entity holding the other 50 percent), which then transferred its 100 percent ownership interest in AMC through BellSouth Enterprises, Inc. to BellSouth Mobile Systems, Inc.

<sup>6</sup> See *Forbearance Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 F.C.C.R. 6293, 6295 (1998).

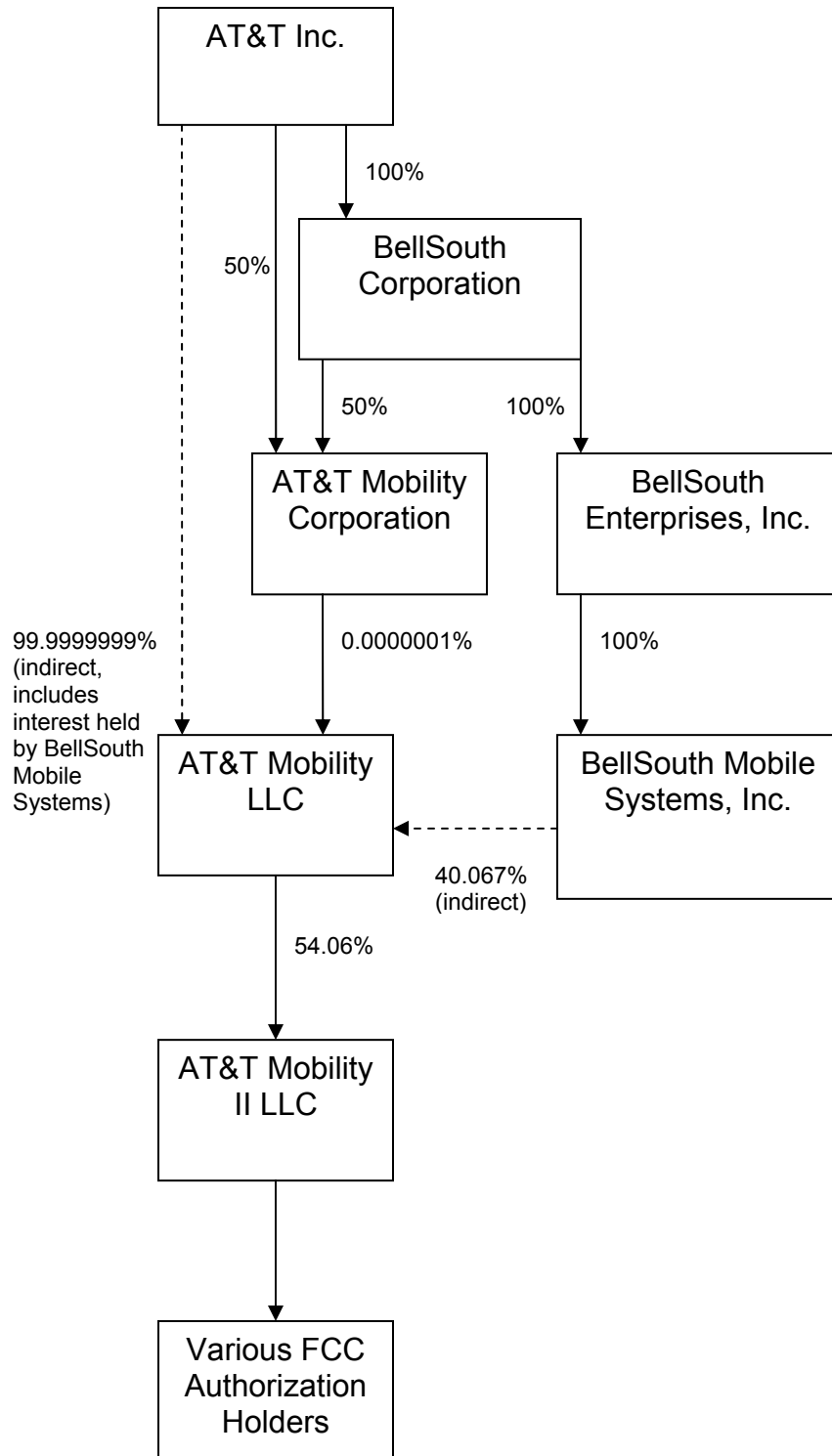
**AT&T Licensees Affected by Internal Reorganization That Occurred on December 31, 2008**

<b>Licensee</b>
Acadiana Cellular General Partnership
Allton CellTelCo Partnership
American Cellular, LLC
AT&T Mobility of Galveston, LLC
AT&T Mobility Texas LLC
AT&T Mobility Spectrum LLC
AT&T Mobility II, LLC
Bellingham Cellular Partnership
Bloomington Cellular Telephone Company
Bradenton Cellular Partnership
Bremerton Cellular Telephone Company
Cabarrus Holdings, LLC
Champaign CellTelCo
Chattanooga MSA Limited Partnership
Cincinnati SMSA Limited Partnership
Cingular Wireless of Texas RSA #11 Limited Partnership
Cingular Wireless of Texas RSA #16 Limited Partnership
DC Newco Parent LLC
Decatur RSA Limited Partnership
Dobson Cellular Systems of Alaska, LLC
Dobson Cellular Systems, LLC
Dobson Communications LLC
Easter Mountain, LLC
Edge Wireless Licenses, LLC
Edge Wireless, LLC
Florida RSA No. 2B (Indian River) Limited Partnership
Georgia RSA No. 3 Limited Partnership
Highland Cellular, LLC
Houma-Thibodaux Cellular Partnership
Lafayette MSA Limited Partnership
Louisiana RSA No. 7 Cellular General Partnership
Louisiana RSA No. 8 Limited Partnership
Lubbock SMSA Limited Partnership
Madison SMSA Limited Partnership
McAllen-Edinburg-Mission SMSA Limited Partnership
Melbourne Cellular Telephone Company
Milwaukee SMSA Limited Partnership
Missouri RSA 11/12 Limited Partnership
Missouri RSA 8 Limited Partnership
Missouri RSA 9B1 Limited Partnership
New Cingular Wireless PCS, LLC
Northeastern Georgia RSA Limited Partnership
Oklahoma City SMSA Limited Partnership
Oklahoma Independent RSA 7 Partnership
Oklahoma RSA 3 Limited Partnership
Oklahoma RSA 9 Limited Partnership
Orlando SMSA Limited Partnership

**FCC Form 603**  
**Exhibit 1**

<b>Licensee</b>
Provo Cellular Telephone Company
Reno Cellular Telephone Company
Rural Newco LLC
Salem Cellular Telephone Company
Santa Barbara Cellular Systems, Ltd.
Sarasota Cellular Telephone Company
TeleCorp Communications, LLC
Texas RSA No. 2 Limited Partnership
Texas RSA 18 Limited Partnership
Texas RSA 19 Limited Partnership
Texas RSA 20B1 Limited Partnership
Texas RSA 6 Limited Partnership
Texas RSA 7B1 Limited Partnership
Texas RSA 9B1 Limited Partnership
Topeka SMSA Limited Partnership
Visalia Cellular Telephone Company

**Pre-Reorganization**



**Post-Reorganization**

